

Exhibit B

ARTICLES OF INCORPORATION
AND CERTIFICATE OF AUTHORITY FOR THE STATE OF ILLINOIS

(Rev. Jan. 1999)

**APPLICATION TO ADOPT,
CHANGE OR CANCEL,
AN ASSUMED CORPORATE NAME**

File # 62032871

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9520
<http://www.sos.state.il.us>

Remit payment in check or money order, payable to "Secretary of State".

Filed 7/10/2002

Jesse White Secretary of State



CP0421816

SUBMIT IN DUPLICATE

**This space for use by
Secretary of State**

Date Filed 7/10/2002

Filing Fee 90.00

Approved: CF

1. CORPORATE NAME: Universal Broadband Communications, Inc.
2. State or Country of Incorporation: Nevada
3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): January 28, 2002
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:
Business Savings Plan
-
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until January 30, 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ (Month & Day) _____ (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

Mark Ellis, Secretary

(Type or Print Name and Title)

Universal Broadband Communications, Inc.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Mark Ellis, President

(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

C-148.11 The fee to change an assumed name is \$25.

0020327210

2628/0049 48 001 Page 1 of 3

2002-03-22 09:51:16

Cook County Recorder 25.50

Form **BCA-13.15**
(Rev. Jan. 1999)APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOISJesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space to be used by Secretary of State

FILED

JAN 28 2002

JESSE WHITE
SECRETARY OF STATE

0020327210

Use by
Secretary of State

Date

License Fee \$

Franchise Tax \$

Filing Fee \$

Penalties \$

Approved:

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Universal Broadband Communications, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Nevada

(b) Date of Incorporation: September 8, 2000

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

18200 Von Karman Avenue, 10th Floor

none

Irvine, CA 92612

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: National Registered Agents, Inc.

First Name

Middle Name

Last Name

Registered Office: 208 South LaSalle Street, Suite 1855

Number

Street

Suite #

Chicago, IL 60604

County of Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

NV

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	Mark Ellis, 18200 Von Karman Avenue, 10th Floor, Irvine, California	92612		
Secretary	Mark Ellis, 18200 Von Karman Avenue, 10th Floor, Irvine, California	92612		
Director	Mark Ellis, 18200 Von Karman Avenue, 10th Floor, Irvine, California	92612		
Director	Harold Stokes, 18200 Von Karman Avenue, 10th Floor, Irvine, California	92612		
Director				

If more than 3, attach list

Sue
R3
p11

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)
 the sale of telecommunications services and products

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		.001	50,000,000	5,000,000
preferred		.001	10,000,000	none

9. Paid-in Capital: \$ 5,000.00
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 93,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 100.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,137,177.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 10,000.00

11. Interrogatories: (Important – this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: see attached
 (b) Number of shares of all classes owned by residents of Illinois:
 (c) Number of shares of all classes owned by non-residents of Illinois:
 (d) Is the corporation transacting business in this state at this time?
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 22, 2001 Universal Broadband Communications, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)

attested by Mark Ellis, Secretary (Signature of Secretary or Assistant Secretary)
 (Type or Print Name and Title)

by Mark Ellis, President (Signature of President or Vice President)
 (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

11. Interrogatories:

- a. Office of offices to which all contracts with the corporation are forwarded for final acceptance:

*18200 Von Karman Avenue
10th Floor
Irvine, CA 92612*

- b. Number of shares of all classes owned by residents of Illinois: *none*
- c. Number of shares of all classes owned by non-residents of Illinois:
5,000,000
- d. Is the corporation transacting business in this state at this time: *no*
- e. If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: *na*



DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

**Certificate of
Amendment**
(PURSUANT TO NRS 78.385 and
78.390)

Office Use Only:

FILED # C24242-00

OCT 04 2001

IN THE OFFICE OF

DEAN HELLER SECRETARY OF STATE

Important: Read attached instructions before completing

Certificate of Amendment to Articles of Incorporation

For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

- Remit in Duplicate -

Beech Corp.

1. Name of corporation:

2. The articles have been amended as follows (provide article numbers, if available):

The FIRST Article is amended to read as follows:

"FIRST. The name of this corporation is Universal Broadband Communications, Inc."

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 5,000,000 *

4. Officer Signature (Required):

Mark Ellis, President

Date: 9-4-01

* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

COPY

NAME: UNIVERSAL BROADBAND COMMUNICATIONS, INC.

FILE TYP/NR C 24242-2000 ST NEVADA INC ON SEP 8, 2000 FOR PERPETUAL
STATUS: CURRENT LIST AS OF : 09-28-00 NUMBER OF PAGES FILED: 8 DXB
TYPE: REGULAR
PURPOSE: ALL LEGAL ACTIVITIES
175/PU/3CC CAPITAL: \$60,000
PAR SHRS: 60,000,000 PAR VAL: \$.001 NR NO PAR SHRS:
RA NBR: 19177

LIST OF OFFICERS FOR 00 - 01 FILED ON 09-28-00		60 DAY LO	RXS
RA	NEVADA AGENCY & TRUST COMPANY SUITE 880	ACCEPTED	090800
	50 WEST LIBERTY STREET RENO	NV 89501	
PRES	RENATTA MILLER HOFFMAN		092800
	23 CORPORATE PLAZA STE 180 NEWPORT BEACH	CA 92663	
SECT	RENATTA MILLER HOFFMAN		092800
	23 CORPORATE PLAZA STE 180 NEWPORT BEACH	CA 92663	
TRES	RENATTA MILLER HOFFMAN		092800
	23 CORPORATE PLAZA STE 180 NEWPORT BEACH	CA 92663	

MORE OFFICERS ON LIST

CMD?
PA1=MENU PF3=PAGE-> PF2=NEXT CORP PF5=END INQ PF7=LOOKUP

15000
10000
2000

NAME: UNIVERSAL BROADBAND COMMUNICATIONS, INC.

FILE TYP/NR C 24242-2000
10-04-01 CHANGED NAME FROM
BEECH CORP.
10-04-01 COMMENTS
(1) PG.

PF4=PAGE<-

PXE

PXE

CMD?

PA1=MENU

PF2=NEXT CORP

PF5=END INQ

PF7=LOOKUP

SEP 08 2000

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
Beech Corp.**

I, the undersigned, for the purposes of incorporating and organizing a corporation pursuant to the General Corporation Law of the State of Nevada, do execute these Articles of Incorporation and do hereby certify as follows:

FIRST. The name of this corporation is Beech Corp.

SECOND. The address of this corporation's registered office in the State of Nevada is 50 West Liberty Street, Suite 880, City of Reno, County of Washoe, State of Nevada 89501. The name of its registered agent at such address is Nevada Agency and Trust Company.

THIRD. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the General Corporation Law of the State of Nevada.

FOURTH. The total number of shares of capital stock which this corporation shall have authority to issue is sixty million (60,000,000) with a par value of \$.001 per share amounting to \$60,000.00. Fifty million (50,000,000) of those shares are Common Stock and ten million (10,000,000) of those shares are Preferred Stock. Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, on any matter on which action of the stockholders of this corporation is sought. The holders of shares of Preferred Stock shall have no right to vote such shares, except (i) determined by the Board of Directors of this corporation in accordance with the provisions of Section (3) of ARTICLE FIFTH of these Articles of Incorporation, or (ii) as otherwise provided by the Nevada General Corporation Law, as amended from time to time.

FIFTH. The Board of Directors of this corporation shall be, and hereby is, authorized and empowered, subject to limitations prescribed by law and the provisions of the Article FOURTH of these Articles of Incorporation, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Nevada, to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (1) The number of shares constituting such series and the distinctive

designation of such series;

(2) The dividend rate on the shares of such series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such series;

(3) Whether such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(4) Whether such series shall have conversion privileges, and, if so, the terms and conditions of such conversion privileges, including provision for adjustment of the conversion rate, in such events as the Board of Directors shall determine;

(5) Whether or not the shares of such series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which those shares shall be redeemable, and the amount per share payable in the event of redemption, which amount may vary in different circumstances and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund;

(7) The rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of this corporation, and the relative rights of priority, if any, of payment of shares of such series; and

(8) Any other relative rights, preferences and limitations of such series.

Dividends on issued and outstanding shares of Preferred Stock shall be paid or declared and set apart for payment prior to any dividends shall be paid or declared and set apart for payment on the shares of Common Stock with respect to the same dividend period.

If, upon any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of this corporation available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full and complete preferential amount to which such holders are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts, including unpaid cumulative dividends, if any, payable with respect thereto.

SIXTH. The incorporator of this corporation is Michael J. Muellerleile, whose mailing address is 1301 Dove Street, Suite 460, Newport Beach, California 92660.

SEVENTH. No director or officer of this corporation shall have any personal liability to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this Article Seventh shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of the Nevada General Corporation Law. Any repeal or modification of this article by the stockholders of this corporation shall not adversely affect any right or protection of any director of this corporation existing at the time of such repeal or modification.

EIGHTH. This corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision specified in these Articles of Incorporation, and other provisions authorized by the laws of the State of Nevada at any such time then in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this article.

NINTH. Capital stock issued by this corporation after the amount of the subscription price or par value therefor has been paid in full shall not be subject to pay debts of this corporation, and no capital stock issued by this corporation and for which payment has been made shall ever be assessable or assessed.

TENTH. (a) The affairs of this corporation shall be governed by a Board of Directors of not more than fifteen (15) persons nor less than one (1) person, as determined from time to time by vote of a majority of the Board of Directors of this corporation; provided, however, that the number of directors shall not be reduced so as to reduce the term of any director at the time in office. The name and address of the initial member of the Board of Directors are:

Renatta Miller Hoffman
23 Corporate Plaza, Suite 180
Newport Beach, California 92663

(b) The Board of Directors of this corporation shall be divided into three (3) classes, as nearly equal in numbers as the then total number of directors constituting the entire Board of Directors permits, with the term of office of one class expiring each year. At the first annual meeting of stockholders of this corporation directors of the first class shall be

elected to hold office for a term expiring at the next succeeding annual meeting of those stockholders, directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting, and directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting of those stockholders. Any vacancies in the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of this corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders. Subject to the foregoing, at each annual meeting of stockholders the successors to the class of directors whose terms shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting of stockholders.

(c) Notwithstanding any other provisions of these Articles of Incorporation or the bylaws of this corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of this corporation), any director or the entire Board of Directors of this corporation may be removed at any time, but only for cause and only by the affirmative vote of the holders of seventy-five percent (75%) or more of the outstanding shares of capital stock of this corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders of this corporation called for that purpose. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of this corporation, the provisions of section (c) of this article shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

ELEVENTH. The period of existence of this corporation shall be perpetual.

TWELFTH. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director of this corporation, individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, however, that the

fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with the same force and effect as if he or she were not such director or officer of such other corporation or not so interested.

THIRTEENTH. Subject to the provisions of any series of Preferred Stock of this corporation which may at the time be issued and outstanding and convertible into shares of Common Stock of this corporation, the affirmative vote of at least two-thirds (2/3) of the outstanding shares of Common Stock held by stockholders of this corporation other than the "related person" (as defined later in these Articles of Incorporation), shall be required for the approval or authorization of any "business combination" (as defined later in these Articles of Incorporation) of this corporation with any related person; provided, however, that such voting requirement shall not be applicable if:

(1) The business combination was approved by the Board of Directors of this corporation either (A) prior to the acquisition by such related person of the beneficial ownership of twenty percent (20%) or requisition the outstanding shares of the Common Stock of this corporation, or (B) after such acquisition, but only during such time as such related person has sought and obtained the unanimous approval by the Board of Directors of this corporation of such acquisition of more than 20% of the Common Stock prior to such acquisition being consummated; or

(2) The business combination is solely between this corporation and another corporation, fifty percent (50%) or more of the voting stock of which is owned by a related person; provided, however, that each stockholder of this corporation receives the same type of consideration in such transaction in proportion to his or her stockholdings; or

(3) All of the following conditions are satisfied:

(A) The cash or fair market value of the property, securities or other consideration to be received per share by holders of Common Stock of this corporation in the business combination is not less than the higher of (i) the highest per share price (including brokerage commissions, soliciting dealers fees, dealer-management compensation, and other expenses, including, but not limited to, costs of newspaper advertisements, printing expenses and attorneys' fees) paid by such related person in acquiring any of its holdings

of this corporation's Common Stock or (ii) an amount which has the same or a greater percentage relationship to the market price of this corporation's Common Stock immediately prior to the commencement of acquisition of this corporation's Common Stock by such related person, but in no event in excess of two (2) times the highest per share price determined in clause (i), above; and

(B) After becoming a related person and prior to the consummation of such business combination, (i) such related person shall not have acquired any newly issued shares of capital stock, directly or indirectly, from this corporation (except upon conversion of convertible securities acquired by it prior to becoming a related person or upon compliance with the provision of this article or as a result of a pro rata stock dividend or stock split) and (ii) such related person shall not have received the benefit, directly or indirectly, (except proportionately as a stockholder) of any loans, advances, guarantees, pledges or other financial assistance or tax credits provided by this corporation, or made any major changes in this corporation's business or equity capital structure; and

(C) A proxy statement complying with the requirements of the Securities Exchange Act of 1934, whether or not this corporation is then subject to such requirements, shall be mailed to the public stockholders of this corporation for the purpose of soliciting stockholder approval of such business combination and shall contain at the front thereof, in a prominent place (i) any recommendations as to the advisability (or inadvisability) of the business combination which the continuing directors, or any outside directors, may determine to specify, and (ii) the opinion of a reputable national investment banking firm as to the fairness (or not) of the terms of such business combination, from the point of view of the remaining public stockholders of this corporation (such investment banking firm to be engaged solely on behalf of the remaining public stockholders, to be paid a reasonable fee for its services by this corporation upon receipt of such opinion, to be a reputable national investment banking firm which has not previously been associated with such related person and, if there are at the time any such directors, to be selected by a majority of the continuing directors and outside directors).

For purposes of this article:

(1) The term "business combination" shall be defined as and mean (a) any merger or consolidation of this corporation with or into a related person; (b) any sale, lease,

exchange, transfer or other disposition, including, without limitation, a mortgage or any other security device, of all or any substantial part of the assets of this corporation, including, without limitation, any voting securities of a subsidiary, or of a subsidiary, to a related person; (c) any merger or consolidation of a related person with or into this corporation or a subsidiary of this corporation; (d) any sale, lease, exchange, transfer or other disposition of all or any substantial part of the assets of a related person to this corporation or a subsidiary of this corporation; (e) the issuance of any securities of this corporation or a subsidiary of this corporation to a related person; (f) the acquisition by this corporation or a subsidiary of this corporation of any securities of a related person; (g) any reclassification of Common Stock of this corporation, or any recapitalization involving Common Stock of this corporation, consummated within five (5) years after a related person becomes a related person, and (h) any agreement, contract or other arrangement providing for any of the transactions described in this definition of business combination.

(2) The term "related person" shall be defined as and mean and include any individual, corporation, trust, association, partnership or other person or entity which, together with their "affiliates" and "associates" (defined later in these Articles of Incorporation), "beneficially" owns (as this term is defined in Rule 13d-3 of the General Rules and Regulations pursuant to the Securities Exchange Act of 1934), in the aggregate 20% or more of the outstanding shares of the Common Stock of this corporation, and any "affiliate" or "associate" (as those terms are defined in Rule 12b-2 pursuant to the Securities Exchange Act of 1934) of any such individual, corporation, trust, association, partnership or other person or entity;

(3) The term "substantial part" shall be defined as and mean more than ten percent (10%) of the total assets of the corporation in question, as of the end of its most recent fiscal year ending prior to the time the determination is being made;

(4) Without limitation, any shares of Common Stock of this corporation which any related person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by such related person;

(5) For the purposes of this article, the term "other consideration to be received" shall include, without limitation, Common Stock of this corporation retained by its existing public stockholders in the event of a business combination with such related person pursuant to which this corporation is the surviving corporation; and

(6) With respect to any proposed business combination, the term "continuing director" shall be defined as and mean a director who was a member of the Board of Directors of this corporation immediately prior to the time that any related person involved

in the proposed business combination acquired twenty percent (20%) or more of the outstanding shares of Common Stock of this corporation, and the term "outside director" shall be defined as and mean a director who is not (a) an officer or employee of this corporation or any relative of an officer or employee, (b) a related person or an officer, director employee, associate or affiliate of a related person, or a relative of any of the foregoing, or (c) a person having a direct or indirect material business relationship with this corporation.

FOURTEENTH. No action required to be taken or which may be taken at any annual or special meeting of stockholders of this corporation may be taken without a meeting, and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

FIFTEENTH. All of the powers of this corporation, insofar as the same may be lawfully vested by these Articles of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of this corporation. In furtherance and not in limitation of that power, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time bylaws of this corporation, subject to the right of the shareholders entitled to vote with respect thereto to adopt, alter, amend and repeal bylaws made by the Board of Directors; provided, however, that bylaws shall not be adopted, altered, amended or repealed by the stockholders of this corporation, except by the vote of the holders of not less than two thirds (2/3) of the outstanding shares of stock entitled to vote upon the election of directors.

The undersigned incorporator hereby acknowledges that the foregoing Articles of Incorporation is his act and deed.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature at Newport Beach, California this 5th day of September, 2000.

Incorporator:



Michael J. Muellerleile